

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:)	Chapter 11
)	
The Merit Group, Inc., <i>et al.</i> ,)	Case No. 11-03216-hb
)	
Debtors. ¹)	(Jointly Administered)
)	

SCHEDULES OF ASSETS & LIABILITIES
FOR THE MERIT GROUP, INC. (CASE NO. 11-03216)

¹The Debtors and the last four digits of their respective tax identification numbers are: The Merit Group, Inc., f/k/a Lancaster Distributing Company, f/k/a Lancaster Paint Sundries, Inc. (4224); Merit Transportation, Inc. (9048); Merit Paint Sundries, LLC d/b/a Lancaster (8882); Merit Supply Company, LLC d/b/a Merit Supply (5878); Merit Pro Finishing Tools, LLC d/b/a Merit Trade Source (8544); Five Star Products, Inc. (9186); and Five Star Group, Inc., d/b/a Lancaster/Five Star, d/b/a Rightway (3506).

These Global Notes regarding the Debtors' Schedules and Statements of Financial Affairs comprise an integral part of the Schedules and Statements of Financial Affairs and should be referred to and considered in connection with any review of them.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:)	Chapter 11
)	
The Merit Group, Inc., <i>et al.</i> ,)	Case No. 11-03216-hb
)	
Debtors. ¹)	(Joint Administration)
)	

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

On May 17, 2011 (the "Petition Date"), The Merit Group, Inc. and its affiliates ("Merit Group" or the "Debtors"), the above-captioned debtors and debtors-in-possession, commenced voluntary cases under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their assets pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

The Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "SOFAs") (collectively referred to hereinafter as the "Schedules and Statements") filed concurrently herewith were prepared by the Debtors' management pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Rules") using unaudited information dated as near as possible to the Petition Date, unless otherwise indicated. The Schedules and Statements do not purport to represent financial statements prepared in accordance with generally accepted accounting principles in the United States ("GAAP"), and they are not intended to be fully reconciled to the Debtors' financial statements.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and Statements, the authorized representative of the Debtors has relied upon the efforts, statements and representations of the Debtors' other personnel and professionals. Such representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

¹The Debtors and the last four digits of their respective tax identification numbers are: The Merit Group, Inc., f/k/a Lancaster Distributing Company, f/k/a Lancaster Paint Sundries, Inc. (4224); Merit Transportation, Inc. (9048); Merit Paint Sundries, LLC d/b/a Lancaster (8882); Merit Supply Company, LLC d/b/a Merit Supply (5878); Merit Pro Finishing Tools, LLC d/b/a Merit Trade Source (8544); Five Star Products, Inc. (9186); and Five Star Group, Inc., d/b/a Lancaster/Five Star, d/b/a Rightway (3506).

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtors' Schedules and SOFAs (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Debtors' Schedules and SOFAs, and should be referred to and reviewed in connection with any review of the Schedules and SOFAs.

1. Reservation of Rights. The Debtors' Chapter 11 cases are large and complex. Although the Debtors' management made reasonable efforts to ensure that the Schedules and Statements of each of the Debtors are complete and accurate based on information that was available to management at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and SOFAs, and inadvertent errors or omissions may have occurred. Because the Schedules and SOFAs contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and SOFAs are completely accurate.

Nothing contained in the Schedules and SOFAs or these Global Notes shall constitute an admission or a waiver of any of the Debtors' rights to assert any claims or defenses. For the avoidance of doubt, listing a claim on Schedule D as "secured," on Schedule E as "priority," on Schedule F as "unsecured nonpriority," or listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of any claimant, or a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract. Failure to designate a claim on the Debtors' Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules and SOFAs shall constitute a waiver of any of the Debtors' rights with respect to these Chapter 11 cases and specifically with respect to any issues involving, claims objections, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all rights to amend or supplement their Schedules and SOFAs.

2. Reporting Date. The Debtors' fiscal year ends on December 31st. All asset and liability information, except where as otherwise noted, is provided as of the Petition Date.

3. Estimates and Assumptions. The preparation of the Schedules and SOFAs required the Debtors to make certain estimates and assumptions that affected the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenue and expense. Actual results could differ materially from these estimates.

4. Asset Presentation and Valuation. The Debtors do not have current market valuations for all of their assets. It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations for all of their assets. Wherever possible, unless otherwise indicated, net book values as of the Petition Date are presented. When necessary, the Debtors have indicated that the value of certain assets are "unknown" or "undetermined." Amounts ultimately realized may vary from net book value (or whatever value was ascribed), and such variance may be material. Accordingly, the Debtors reserve all rights to amend, supplement or adjust the value of each asset set forth in the Schedules.

5. Liabilities. Some of the Schedules list liabilities which are unknown and unliquidated at this time. In such cases, the amounts are listed as “unknown” or “undetermined.” Accordingly, the Schedules and SOFAs do not accurately reflect the aggregate amount of the Debtors’ total liabilities.

6. Recharacterization. The Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and SOFAs. Due to the complexity and size of the Debtors’ businesses, it is possible that the Debtors may have improperly characterized, classified, categorized, or designated certain items. In addition, except as otherwise disclosed, certain items reported in the Schedules and SOFAs could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the rights or obligations represented by such item.

7. Bankruptcy Court Orders. The Bankruptcy Court has authorized the Debtors to pay various, limited outstanding pre-petition claims including, but not limited to, payments relating to employee compensation and benefits, customs brokers, and customers participating in various customer incentive programs maintained by the Debtors. Where the Schedules list creditors and set forth the Debtors’ scheduled amount attributable to such claims, such scheduled amount reflects amounts owed as of the Petition Date. To the extent any adjustments are necessary for any payments made on account of such claims following the commencement of these Chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court, such adjustments have not been included in the Schedules and SOFAs unless otherwise noted.

8. Assumptions Used to Prepare Specific Responses on the Schedules and SOFAs

- a. SOFA 3.b: In reviewing the Debtors’ books and records to prepare their responses to SOFA 3.b, the Debtors reviewed their check registries which reflected the date that checks were issued and bank statements. It is possible that some checks were issued prior to 90 days before the Petition Date which actually cleared the Debtors’ accounts within 90 days immediately preceding the Debtors’ Petition Date. Likewise, it is possible that some checks listed in response to SOFA 3.b were issued on or within 90 days before the Petition Date but did not clear the Debtors’ accounts on or before the Petition Date.
- b. SOFA 3.c: The Debtors have not listed all payments made within one year immediately preceding the Petition Date to or for the benefit of creditors who are insiders related to the following: (1) flexible spending accounts, (2) payroll taxes, (3) 401K contributions and matches, (4) health insurance premiums, (5) disability and life insurance policy premiums, (5) car payments, and (6) tax estimates. This additional information can be provided upon written request to counsel for the Debtors.
- c. SOFA # 5: The Debtors routinely purchase more than 10,000 different items from more than 750 suppliers in the course of operating their businesses. In the

ordinary course of the Debtors' business some of the product that is supplied to the Debtors is damaged or is otherwise defective and this product is returned to the supplier that shipped the damaged or otherwise defective goods. While SOFA # 5 requests that the Debtors "[l]ist all property that has been...returned to the seller, within one year immediately preceding the commencement of this case", it would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to separately list each such return. Consequently, the Debtors have not listed any ordinary course of business returns in response to SOFA # 5.

- d. SOFA # 13: In order to maximize customer loyalty, the Debtors have maintained and followed practices and programs for the benefit of its customer (the "Customer Incentive Programs"). Through the Debtors' Customer Incentive Programs, the Debtors provide certain customers incentives to purchase product in the form of rebates. These rebates vary in form and substance based on the customer's historical purchasing and pricing practices. Through the Customer Incentives Program, rebates typically are earned on a quarterly or annual basis based on purchases made during such quarterly or annual period. Once a customer becomes entitled to a rebate, the Debtors typically credit the customer's account for any rebates that are earned. The identity of the customers who participate in the Customer Incentive Programs and the amounts paid to each is highly confidential and proprietary in nature and, to the extent any amounts credited to customers' accounts under the Customer Incentives Programs could be construed as a setoff, it has not been reported in response to SOFA # 13.
- e. SOFA # 19: The Debtors have not listed any parties who may have received or were provided with copies of the Debtors' books and records or financial statements in the ordinary course of the Debtors' businesses. In addition, parties who have been provided copies of or access to the Debtors' books and records and financial statements in connection with a contemplated sale of or other transaction involving the Debtors are not listed in response to SOFA # 19.
- f. Schedule D: Each of the Debtors is a party to certain loan and security agreements with Regions Bank (the "Regions Debt") and with Stonehenge Opportunity Fund II, LP (the "Stonehenge Debt"). The Debtors are jointly and severally liable on the Regions Debt and Stonehenge Debt. Consequently, the estimated amount owed on account of the Regions Debt and Stonehenge Debt is listed on Schedule D for each of the Debtors; however, as of the Petition Date, the Debtors, in aggregate, were only liable up to the amount of the Regions Debt and Stonehenge Debt.

B6 Summary (Official Form 6 - Summary) (12/07)
UNITED STATES BANKRUPTCY COURT
District of South Carolina, Columbia

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

Name of Schedule	Attached (YES/NO)	No. of Sheets	Assets	Liabilities	Other
A - Real Property	YES	1	\$1,450,000.00		
B - Personal Property	YES	33	\$5,554,048.46		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$63,474,951.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	5		\$422,945.93	
F - Creditors Holding Unsecured Nonpriority Claims	YES	2		\$2,712,049.78	
G - Executory Contracts and Unexpired Leases	YES	3			
H - Codebtors	YES	2			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
TOTAL		48	\$7,004,048.46	\$66,609,946.71	

B6A (Official Form 6A) (12/07)

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM OR MORTGAGE
18.6 ACRES - SITE OF PAULINE DISTRIBUTION CENTER 2701 HWY. 56 PAULINE, SC 29734	FEE		\$95,000.00 ⁽¹⁾	\$2,166,220.00
67,750 SQ FT DISTRIBUTION CENTER 2701 HWY. 56 PAULINE, SC 29734	FEE		\$1,355,000.00 ⁽²⁾	\$2,166,220.00
Total			\$1,450,000.00	

(Report total also on Summary of Schedules.)

Footnote:

(1) Values based on an appraisal from the J.B. Mayo Company dated August 8, 2000.

(2) Values based on an appraisal from the J.B. Mayo Company dated August 8, 2000.

B6B (Official Form 6B) (12/0

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007 (m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		SPARTANBURG, SC FACILITY		\$300.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SEE ATTACHED SCHEDULE B2		\$1,888,858.32

Subtotal (Total on this page) **\$1,889,158.32**

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
3. Security deposits with public utilities, telephone companies, landlords, and others.		SEE ATTACHED SCHEDULE B3		\$344,894.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			\$0.00
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			\$0.00

Subtotal (Total on this page) **\$344,894.00**

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
6. Wearing apparel.	X			\$0.00
7. Furs and jewelry.	X			\$0.00
8. Firearms and sports, photographic, and other hobby equipment.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		SEE ATTACHED SCHEDULE B9		UNKNOWN
10. Annuities. Itemize and name each issuer.	X			\$0.00
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			\$0.00

Subtotal (Total on this page) \$0.00

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			\$0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		SEE ATTACHED SCHEDULE B13		UNKNOWN
14. Interests in partnerships or joint ventures. Itemize.	X			\$0.00

Subtotal (Total on this page) \$0.00

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			\$0.00
16. Accounts Receivable.	X			\$0.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			\$0.00

Subtotal (Total on this page) \$0.00

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		941 REFUND US TREASURY, INTERNAL REVENUE SERVICE PO BOX 804522, CINCINNATI, OH 45280-4522		\$6,471.27
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A -- Real Property.	X			\$0.00
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			\$0.00

Subtotal (Total on this page) **\$6,471.27**

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		UNPAID COMMISSIONS JONES LANG LASALLE, 200 E. RANDOLPH DR., CHICAGO, IL 60601		UNKNOWN
22. Patents, copyrights, and other intellectual property. Give particulars.		LANCASTER		UNKNOWN
		MERIT MAX		UNKNOWN

Subtotal (Total on this page) \$0.00

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.		MERIT PRO (UNITED STATES; US PATENTS & TRADEMARK OFFICE REG #77054322 & 76897707)		UNKNOWN
		MERIT TRADE SOURCE		UNKNOWN
23. Licenses, franchises, and other general intangibles. Give particulars.		SEE ATTACHED SCHEDULE B23		\$0.00 ⁽¹⁾

Subtotal (Total on this page) \$0.00

Footnote:
(1) Book value

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			\$0.00
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2005 HONDA ACCORD VIN 1HGCM66575A011894 SPARTANBURG, SC		\$13,150.00 ⁽²⁾
		2007 GMC YUKON VIN 1GKFK16317J370250 SPARTANBURG, SC		\$25,400.00 ⁽³⁾

Subtotal (Total on this page) **\$38,550.00**

Footnote:

(2) Value based on NADA "clean" trade-in value

(3) Value based on NADA "clean" trade-in value

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
26. Boats, motors, and accessories.	X			\$0.00
27. Aircraft and accessories.	X			\$0.00
28. Office equipment, furnishings, and supplies.		SEE ATTACHED SCHEDULE B28		\$1,321,983.02 ⁽⁴⁾

Subtotal (Total on this page) **\$1,321,983.02**

Footnote:
(4) Book value

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment, and supplies used in business.		EXTRA PHONE SETS SPARTANBURG, SC		\$2,573.24 ⁽⁵⁾
		FS EQUIPMENT SPARTANBURG, SC		\$2,826.52 ⁽⁶⁾
30. Inventory.	X			\$0.00

Subtotal (Total on this page)

\$5,399.76

Footnote:

(5) Book value

(6) Book value

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
31. Animals.	X			\$0.00
32. Crops - growing or harvested. Give particulars.	X			\$0.00
33. Farming equipment and implements.	X			\$0.00

Subtotal (Total on this page) \$0.00

B6B (Official Form 6B) (12/07) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
34. Farm supplies, chemicals, and feed.	X			\$0.00
35. Other personal property of any kind not already listed. Itemize.		SEE ATTACHED SCHEDULE B35		\$1,947,592.09 ⁽⁷⁾

Subtotal (Total on this page)

\$1,947,592.09

Total

\$5,554,048.46

(Include amounts from any continuation
sheets attached. Report total also on
Summary of Schedules.)

Footnote:
(7) Book value

In re: The Merit Group, Inc.
Case No. 11-03216

Schedule B2

Personal Property - Checking, saving or other financial accounts

Bank/Institution	Address	City	State	Zip	Account No.	Description	Balance
BANK OF AMERICA	MAIN ST.	SPARTANBURG	SC	29302	XXXXXXXX144	THE MERIT GROUP	\$190,492.46
REGIONS BANK	101 EAST WASHINGTON ST.	GREENVILLE	SC	29601	XXXXXX4950	THE MERIT GROUP FUNDING ACCOUNT	\$0.00
REGIONS BANK	290 SOUTH PLEASANTBURG DR.	GREENVILLE	SC	29607	XXXXXX7772	THE MERIT GROUP FBO REGIONS BANK	\$1,687,124.11
REGIONS BANK	101 EAST WASHINGTON ST.	GREENVILLE	SC	29601	XXXXXX5817	THE MERIT GROUP PAYROLL	\$2,294.22
REGIONS BANK	101 EAST WASHINGTON ST.	GREENVILLE	SC	29601	XXXXXX7802	THE MERIT GROUP ACH ACCOUNT	\$8,947.53
REGIONS BANK	8100 OKEECHOBEE BLVD.	WEST PALM BEACH	FL	33411	XXXXXXXX4812	THE MERIT GROUP DISBURSEMENT	\$0.00
TOTAL:							\$1,888,858.32

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B3

Personal Property - Security deposits with public utilities, telephone companies, landlords, and others

Company	Address 1	Address 2	City	State	Country	Zip	Service Provided	Deposit amount	Date
COBALT INDUSTRIAL REIT	P.O. BOX 202235	DEPT. 23503	DALLAS	TX			BUILDING LEASE	\$24,140.00	11/1/1997
DISTRIBUTION 1 PATENT OWNER LLC	P.O. BOX 37096		BALTIMORE	MD		21297	BUILDING LEASE	\$19,750.00	3/17/2008
ELITE DISTRIBUTORS INSURANCE CO.	KENSINGTON MANAGEMENT GROUP, LTD	2ND FLOOR, GENESIS BUILDING DR. ROY'S DR	GEORGETOWN		GRAND CAYMAN	KY1-1001	INSURANCE	\$30,000.00	5/1/2007
ELITE DISTRIBUTORS INSURANCE CO.	KENSINGTON MANAGEMENT GROUP, LTD	2ND FLOOR, GENESIS BUILDING DR. ROY'S DR	GEORGETOWN		GRAND CAYMAN	KY1-1001	INSURANCE	\$103,178.00	3/24/2008
ELITE DISTRIBUTORS INSURANCE CO.	KENSINGTON MANAGEMENT GROUP, LTD	2ND FLOOR, GENESIS BUILDING DR. ROY'S DR	GEORGETOWN		GRAND CAYMAN	KY1-1001	INSURANCE	\$62,768.00	4/30/2009
ELITE DISTRIBUTORS INSURANCE CO.	KENSINGTON MANAGEMENT GROUP, LTD	2ND FLOOR, GENESIS BUILDING DR. ROY'S DR	GEORGETOWN		GRAND CAYMAN	KY1-1001	INSURANCE	\$15,058.00	4/1/2010
FIRST NATIONAL CAPITAL CORPORATION	26050 TOWNE CENTRE DRIVE		FOOTHILL RANCH	CA		92610	LEASED EQUIPMENT	\$25,000.00	8/27/2010
PANTHEON PROPERTIES/1500 RAHWAY, LLC	PO BOX 310300	PROPERTY 120210	DES MOINES	IA		50331-0300	BUILDING LEASE	\$65,000.00	1/5/2010
TOTAL:								\$344,894.00	

In re: The Merit Group, Inc.
Case No. 11-03216

Schedule B9
Personal Property - Interests in insurance policies

Insurer	Policy Number	Beneficiary	Insured party	Face value	Cash surrender value
CHUBB GROUP OF INSURANCE COMPANIES	82118338	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	LIMIT OF LIABILITY \$2,000,000; AGGREGATE LIMIT \$2,000,000 DEDUCTIBLE \$10,000 (INSURING CLAUSE A NO DEDUCTIBLE)	UNKNOWN
OHIO NATIONAL LIFE ASSURANCE CORPORATION	6859173	REGIONS (ASSIGNED)	EMERSON FORT WOLFE JR.	\$1,000,000.00	UNKNOWN
OHIO NATIONAL LIFE ASSURANCE CORPORATION	6859172	REGIONS (ASSIGNED)	CALEB C FORT SR	\$1,000,000.00	UNKNOWN
OHIO NATIONAL LIFE ASSURANCE CORPORATION	6910224	REGIONS (ASSIGNED)	JAY NORMAN BAKER	\$2,000,000.00	UNKNOWN
				HAND AND EDGE TOOLS SHIPPED FROM VIETNAM, CHINA, INDIA TO UNITED STATES OF AMERICA DEDUCTIBLE \$2,500 PER CONVEYANCE \$300,000 DEFAULT LIMITS(BASED ON PER CONVEYANCE) PER VESSEL, ON DECK BOL: \$30,000 DISASTER \$600,000 PER BARGE \$30,000 PER AIRCRAFT \$300,000 PER MAIL \$5,000; WAREHOUSING: DOMESTIC: \$25,000; FOREIGN: \$25,000; DOMESTIC TRANSIT: \$25,000; SALESMAN SAMPLES: INCLUDED: EXPEDITING EXPENSE: \$50,000; INSTALLATION/EXHIBITION/PROCESSING:\$50,000; WAR RISK & TERRORISM INCLUDED	UNKNOWN
THE HARTFORD	36CTPNY7806	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	\$500,000.00	UNKNOWN
TRANSAMERICAN OCCIDENTAL LIFE INSURANCE COMPANY	42325020	THE MERIT GROUP INC	JOHN DAVID HUDGINS JR	\$500,000.00	UNKNOWN
TRANSAMERICAN OCCIDENTAL LIFE INSURANCE COMPANY	42325016	THE MERIT GROUP INC	MICHAEL H SMITH	\$500,000.00	UNKNOWN
TRANSAMERICAN OCCIDENTAL LIFE INSURANCE COMPANY	42325022	THE MERIT GROUP INC	PATRICK JOHN ROURKE	\$500,000.00	UNKNOWN
TRANSAMERICAN OCCIDENTAL LIFE INSURANCE COMPANY	42325025	THE MERIT GROUP INC	DAVID PAUL BARTHOLOMEW	\$500,000.00	UNKNOWN
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	104938038	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	EMPLOYEE DISHONESTY \$500,000 DEDUCTIBLE \$5,000; FORGERY OR ALTERATION \$100,000 DEDUCTIBLE \$5,000; THEFT, DISAPPEARANCE & DESTRUCTION: INSIDE PREMISES \$50,000 DEDUCTIBLE \$5,000 OUTSIDE PREMISES \$50,000 DEDUCTIBLE \$5,000; ERISA \$500,000 DEDUCTIBLE \$0; COMPUTER FRAUD \$100,000 DEDUCTIBLE \$5,000	UNKNOWN
TRAVELERS/ST. PAUL FIRE AND MARINE INSURANCE COMPANY	QK01300869	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	LIABILITY LIMIT EACH OCCURRENCE \$15,000,000; GENERAL AGGREGATE \$15,000,000; PRODUCTS/COMPLETED OPERATIONS AGGREGATE \$15,000,000; RETAINED LIMIT \$10,000	UNKNOWN
ZURICH AMERICAN INSURANCE CO.	WC2866254	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	NAMED STATES AL, AR, AZ, CA, CT, FL, GA, ID, IL, IN, KS, KY, LA, MA, MD, ME, MI, MO, NC, NH, NJ, NM, NY, OK, PA, RI, SC, TX, UT, VA; EMPLOYER'S LIABILITY: EACH ACCIDENT \$1,000,000 DISEASE POLICY LIMIT \$1,000,000 DISEASE EACH EMPLOYEE \$1,000,000	UNKNOWN

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B9
Personal Property - Interests in insurance policies

Insurer	Policy Number	Beneficiary	Insured party	Face value	Cash surrender value
ZURICH AMERICAN INSURANCE CO.	BAP2866252	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	LIABILITY CSL \$1,000,000 ANY AUTO PIP PER PERSON LIMIT INCLUDED MEDICAL PAYMENTS EA PER \$5,000 ALL OWNED AUTOS; UNINSURED MOTORISTS - STATUTORY ALL OWNED AUTOS; UNDERINSURED MOTORISTS - STATUTORY ALL OWNED AUTOS; HIRED CAR PHYSICAL DAMAGE LIMIT \$50,000 HIRED CAR COMPREHENSIVE DEDUCTIBLE \$250 HIRED CAR COLLISION DEDUCTIBLE \$500; COMPREHENSIVE PER EDIC TEMPLATE ALL OWNED AUTOS; COLLISION PER EDIC TEMPLATE ALL OWNED AUTOS	UNKNOWN
ZURICH AMERICAN INSURANCE CO.	GLO2866253	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	GENERAL AGGREGATE \$2,000,000; PRODUCTS/COMPLETED OPERATIONS AGGREGATE \$2,000,000; PERSONAL & ADVERTISING INJURY \$1,000,000; EACH OCCURRENCE \$1,000,000; DAMAGE TO RENTED PREMISES \$500,000; MEDICAL EXPENSE (ANY ONE PERSON) \$10,000; EMPLOYEE BENEFIT LIABILITY \$1,000,000 EACH EMPLOYEE (OCCURRENCE FORM); ANNUAL AGGREGATE \$2,000,000; WELDING HEALTH HAZARD EXCLUSION	UNKNOWN
ZURICH AMERICAN INSURANCE CO.	CPP4612876	THE MERIT GROUP INC	THE MERIT GROUP INC. & SUBSIDIARIES	\$63,105,000 BLANKET BUILDINGS, CONTENTS, EDP; COINSURANCE 100%; VALUATION REPLACEMENT COST; DEDUCTIBLE \$5,000; BLANKET BUSINESS INCOME WITH EXTRA EXPENSE \$14,110,000 WITH DEDUCTIBLE OF 24 HOURS.	UNKNOWN
TOTAL:					UNKNOWN

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B13

Personal Property - Stock and interests in incorporated and unincorporated businesses

Business Name	Address 1	City	State	Zip	Ownership % or # of shares	Book value of investment
FIVE STAR PRODUCTS, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	100%	UNKNOWN
MERIT PAINT SUNDRIES, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	100%	UNKNOWN
MERIT PRO FINISHING TOOLS, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	100%	UNKNOWN
MERIT SUPPLY COMPANY, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	100%	UNKNOWN
MERIT TRANSPORTATION, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	100%	UNKNOWN
TOTAL:						UNKNOWN

Schedule B23

Personal Property - Licenses, franchises, and other general intangibles

[illegible]

In re: The Merit Group, Inc.

Case No. 11-03216

Schedule B23

Personal Property - Licenses, franchises, and other general intangibles

License/Franchise name	Location	Cost basis	Book value
ECLIPSE USER LICENSE/ UNIVERSE USER LICENSE	SPARTANBURG, SC	\$1,464.75	\$0.00
ECLIPSE USER LICENSE/ UNIVERSE USER LICENSE	SPARTANBURG, SC	\$1,464.75	\$0.00
ECLIPSE USER LICENSE/ UNIVERSE USER LICENSE	SPARTANBURG, SC	\$1,464.75	\$0.00
ECLIPSE USER LICENSE/ UNIVERSE USER LICENSE	SPARTANBURG, SC	\$1,464.75	\$0.00
ECLIPSE USER LICENSE/ UNIVERSE USER LICENSE	SPARTANBURG, SC	\$1,464.75	\$0.00
ECLIPSE/ UNIVERSE USER LICENSE	SPARTANBURG, SC	\$7,323.75	\$0.00
LICENSED SOFTWARE	SPARTANBURG, SC	\$10,015.00	\$0.00
	TOTAL:	\$141,141.00	\$0.00

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B28
Personal Property - Office equipment, furnishings, and supplies

Description	Location	Cost basis	Book value
100- ABRA SUITE IMPLEMENTATION	SPARTANBURG, SC	\$1,897.50	\$0.00
100-ABRA SUITE IMPLEMENTATION- HR CONFIG.	SPARTANBURG, SC	\$4,510.90	\$0.00
15 IN- HAND SCAN CARD- DELL	SPARTANBURG, SC	\$2,992.50	\$0.00
15 PALM ONE TUNGSTEN/ SCAN CARD	SPARTANBURG, SC	\$5,687.79	\$0.00
2 DELL COMPUTERS	SPARTANBURG, SC	\$3,602.55	\$0.00
2 LATERAL FILE CABINETS	SPARTANBURG, SC	\$949.50	\$0.00
2 WAY POWER5 PROCESSOR CARD- UPGRADE ECLIPSE SERVER	SPARTANBURG, SC	\$34,317.50	\$25,166.17
3COM ETHERLINK & TARGUS DEFCON ANTI-THEFT DEVICE	SPARTANBURG, SC	\$821.54	\$0.00
401K INTERFACE	SPARTANBURG, SC	\$4,593.75	\$0.00
4490 4096MB DDR1 DIMM MEMORY 18.2GB/15K DISK DRIVE	SPARTANBURG, SC	\$3,109.35	\$0.00
512MB MEMORY FOR COMPUTER	SPARTANBURG, SC	\$7,025.30	\$0.00
60- LOST SALES REPORT MODIFICATION	SPARTANBURG, SC	\$10,500.00	\$0.00
8 PORT PS2 USB PRO3 KVM SWITCH, BELKIM OMNIVIEW ENTERPRISE SERIES DUAL PORT	SPARTANBURG, SC	\$501.82	\$393.10
ABRA PAYROLL SOFTWARE	SPARTANBURG, SC	\$12,885.00	\$0.00
ABRA SOFTWARE	SPARTANBURG, SC	\$1,840.00	\$0.00
ABRA SOFTWARE	SPARTANBURG, SC	\$4,945.50	\$0.00
ACCELEPORT RAS UPCI 8-MODEM	SPARTANBURG, SC	\$1,577.32	\$1,235.57
ACCTG COPIER	SPARTANBURG, SC	\$15,356.28	\$0.00
ACTIVANT CUSTOM MODIFICATION	SPARTANBURG, SC	\$7,123.20	\$2,374.41
AI2- POW PROFESSIONAL SERVICE RETAINER-SOFTWARE	SPARTANBURG, SC	\$7,800.00	\$6,066.67
ALARM & BUILDING ACCESS SYSTEM	SPARTANBURG, SC	\$3,804.50	\$0.00
AP SCANNER	SPARTANBURG, SC	\$972.82	\$0.00
AP SCANNER	SPARTANBURG, SC	\$972.82	\$0.00
ARTIC MASTER	SPARTANBURG, SC	\$8,532.00	\$568.80
AT-NET SERVICE	SPARTANBURG, SC	\$11,525.00	\$9,412.09
AT-NET SERVICE	SPARTANBURG, SC	\$3,600.00	\$2,940.00
AUTO SENSING HUB	SPARTANBURG, SC	\$1,004.30	\$0.00
B2B COMMERCE	SPARTANBURG, SC	\$2,500.00	\$0.00
BACKUP TAPES	SPARTANBURG, SC	\$1,120.00	\$0.00
BASE NOTEBOOK	SPARTANBURG, SC	\$1,204.14	\$361.23
BASE NOTEBOOK	SPARTANBURG, SC	\$1,214.74	\$364.42
BASE NOTEBOOK	SPARTANBURG, SC	\$1,702.34	\$453.95
BASE NOTEBOOK	SPARTANBURG, SC	\$1,585.74	\$449.28
BASE NOTEBOOK	SPARTANBURG, SC	\$1,575.14	\$446.28
BATTERY BACKUP	SPARTANBURG, SC	\$2,260.23	\$0.00
BUDGET MAESTRO DESKTOP SUITE	SPARTANBURG, SC	\$2,229.00	\$0.00
CABINETS- CONFERENCE ROOM	SPARTANBURG, SC	\$1,018.00	\$72.71
CALL ACCT SOFTWARE	SPARTANBURG, SC	\$4,920.30	\$0.00
CARPORT 20'6" X 22' X 7'	SPARTANBURG, SC	\$1,569.75	\$0.00
CATALOG BUILDER SOFTWARE	SPARTANBURG, SC	\$25,639.00	\$3,560.99
CD RE-WRITEABLE DRIVE	SPARTANBURG, SC	\$339.27	\$0.00
CELERON NOTEBOOK	SPARTANBURG, SC	\$1,431.13	\$0.00
CISCO 1711 VPN ROUTER	SPARTANBURG, SC	\$1,690.33	\$0.00
CISCO 3005 VPN CONCENTRATOR	SPARTANBURG, SC	\$3,314.17	\$0.00
CISCO ROUTER WIC CARD/ PORT	SPARTANBURG, SC	\$2,546.25	\$0.00
CISCO ROUTER/ WIC CARD/ CABLE	SPARTANBURG, SC	\$1,510.59	\$0.00
CISCO VPN ROUTER AND WIC CARD	SPARTANBURG, SC	\$3,068.77	\$0.00
COLOR SCANNER	SPARTANBURG, SC	\$851.03	\$0.00
COMPSEE WEDGE READER	SPARTANBURG, SC	\$1,002.85	\$0.00
COMPUTER	SPARTANBURG, SC	\$1,332.32	\$0.00
COMPUTER BACKUP DEVICE NAS SERVER	SPARTANBURG, SC	\$1,263.89	\$863.65
COMPUTER EQUIPMENT	SPARTANBURG, SC	\$752.61	\$0.00
COMPUTER FOR BARCODING	SPARTANBURG, SC	\$3,986.00	\$1,062.94
COMPUTER UPGRADE UNIV & ECL (3)	SPARTANBURG, SC	\$835.00	\$0.00
CONFERENCE ROOM CHAIRS	SPARTANBURG, SC	\$1,314.00	\$0.00
COPIER	SPARTANBURG, SC	\$2,765.00	\$0.00
COPIER	SPARTANBURG, SC	\$2,765.00	\$0.00
COPIER	SPARTANBURG, SC	\$2,771.58	\$0.00
COPIER 2035ESP	SPARTANBURG, SC	\$9,938.25	\$0.00
CREATIVE SUITE PREMIUM CS2	SPARTANBURG, SC	\$1,019.00	\$0.00
CUBICLES & OFFICE FURNITURE & FIXTURES	SPARTANBURG, SC	\$109,953.46	\$0.00
CUSTOM MODIFICATION	SPARTANBURG, SC	\$4,788.00	\$0.00
CUSTOM MODIFICATION	SPARTANBURG, SC	\$3,192.00	\$0.00

In re: The Merit Group, Inc.
Case No. 11-03216
 Schedule B28
 Personal Property - Office equipment, furnishings, and supplies

[illegible]

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B28
Personal Property - Office equipment, furnishings, and supplies

Description	Location	Cost basis	Book value
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,347.13	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,315.63	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,230.58	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,158.13	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,314.58	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,587.58	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,921.48	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,665.28	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,226.38	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,315.63	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,435.33	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,466.83	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,472.08	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,534.03	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,371.28	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,540.34	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,319.83	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,249.50	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,340.83	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,480.48	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,441.53	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,535.08	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,288.33	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,566.59	\$0.00
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,604.38	\$26.71
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,456.35	\$72.82
DELL INSPIRON 700M	SPARTANBURG, SC	\$1,351.33	\$67.55
DELL INSPIRON 710M	SPARTANBURG, SC	\$1,661.08	\$0.00
DELL INSPIRON 710M	SPARTANBURG, SC	\$1,921.48	\$0.00
DELL INSPIRON 710M	SPARTANBURG, SC	\$1,928.83	\$0.00
DELL INSPIRON 710M	SPARTANBURG, SC	\$1,362.88	\$22.71
DELL INSPIRON 710M	SPARTANBURG, SC	\$1,404.88	\$23.41
DELL INSPIRON 7500 NOTEBOOK	SPARTANBURG, SC	\$3,135.30	\$0.00
DELL INSPIRON 7500 NOTEBOOK	SPARTANBURG, SC	\$3,135.30	\$0.00
DELL INSPIRON 7500 NOTEBOOK	SPARTANBURG, SC	\$3,135.30	\$0.00
DELL INSPIRON 8000	SPARTANBURG, SC	\$1,949.85	\$0.00
DELL INSPIRON E1405	SPARTANBURG, SC	\$1,362.88	\$181.70
DELL INSPIRON E1405	SPARTANBURG, SC	\$1,163.38	\$155.10
DELL INSPIRON E1405	SPARTANBURG, SC	\$1,289.38	\$171.90
DELL INSPIRON E1405	SPARTANBURG, SC	\$1,205.38	\$160.70
DELL INSPIRON E1405	SPARTANBURG, SC	\$1,562.38	\$208.30
DELL INSPIRON E1405/ 640M	SPARTANBURG, SC	\$1,424.83	\$71.23
DELL INSPIRON LAPTOP	SPARTANBURG, SC	\$1,241.10	\$0.00
DELL INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,263.67	\$0.00
DELL INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,263.66	\$0.00
DELL INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,345.04	\$0.00
DELL INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,241.10	\$0.00
DELL INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,241.10	\$0.00
DELL INSPIRON XPS M1210	SPARTANBURG, SC	\$1,751.38	\$145.92
DELL INTEL LAPTOP	SPARTANBURG, SC	\$2,243.22	\$0.00
DELL IT SWITCH	SPARTANBURG, SC	\$1,186.49	\$751.44
DELL IT SWITCH	SPARTANBURG, SC	\$1,186.49	\$751.44
DELL IT SWITCH	SPARTANBURG, SC	\$1,186.50	\$751.45
DELL LAPTOP	SPARTANBURG, SC	\$1,835.39	\$0.00
DELL LAPTOP	SPARTANBURG, SC	\$1,901.54	\$0.00
DELL LAPTOP	SPARTANBURG, SC	\$1,751.49	\$0.00
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.18	\$50.28
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.18	\$50.28
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.18	\$50.28
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29

In re: The Merit Group, Inc.
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Description	Location	Cost basis	Book value
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LASER PRINTER 1720DN	SPARTANBURG, SC	\$201.19	\$50.29
DELL LATITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.10
DELL LATITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.10
DELL LATITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.10
DELL LATITUDE 2110	SPARTANBURG, SC	\$946.80	\$852.12
DELL LATITUDE D410	SPARTANBURG, SC	\$1,162.33	\$71.03
DELL LATITUDE D420	SPARTANBURG, SC	\$1,602.28	\$133.52
DELL LATITUDE D420	SPARTANBURG, SC	\$1,476.28	\$123.02
DELL LATITUDE D420	SPARTANBURG, SC	\$1,455.28	\$121.27
DELL LATITUDE D60 T7250	SPARTANBURG, SC	\$1,699.71	\$736.55
DELL LATITUDE D60 T7250	SPARTANBURG, SC	\$1,699.71	\$736.55
DELL LATITUDE D60 T7250	SPARTANBURG, SC	\$1,699.71	\$736.55
DELL LATITUDE D610	SPARTANBURG, SC	\$870.44	\$43.52
DELL LATITUDE D610	SPARTANBURG, SC	\$1,345.04	\$89.66
DELL LATITUDE D610	SPARTANBURG, SC	\$1,095.89	\$127.85
DELL LATITUDE D610	SPARTANBURG, SC	\$1,190.39	\$138.87
DELL LATITUDE D620	SPARTANBURG, SC	\$1,205.38	\$60.25
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,685.75	\$449.54
DELL LATITUDE D630	SPARTANBURG, SC	\$1,452.20	\$459.87
DELL LATITUDE D630	SPARTANBURG, SC	\$1,452.20	\$459.87
DELL LATITUDE D630	SPARTANBURG, SC	\$1,452.20	\$459.87
DELL LATITUDE D630	SPARTANBURG, SC	\$1,491.60	\$472.34
DELL LATITUDE D630	SPARTANBURG, SC	\$1,491.60	\$472.34
DELL LATITUDE D630	SPARTANBURG, SC	\$1,491.60	\$472.34
DELL LATITUDE D630	SPARTANBURG, SC	\$1,491.61	\$472.35
DELL LATITUDE D630	SPARTANBURG, SC	\$2,014.19	\$637.82
DELL LATITUDE D630	SPARTANBURG, SC	\$1,677.99	\$531.36
DELL LATITUDE D630	SPARTANBURG, SC	\$1,628.16	\$678.41
DELL LATITUDE D630	SPARTANBURG, SC	\$1,628.16	\$678.41
DELL LATITUDE D630	SPARTANBURG, SC	\$1,628.17	\$678.42
DELL LATITUDE D820	SPARTANBURG, SC	\$2,122.04	\$35.36
DELL LATITUDE D830	SPARTANBURG, SC	\$1,784.95	\$475.99
DELL LATITUDE D830	SPARTANBURG, SC	\$1,600.60	\$480.19
DELL LATITUDE D830	SPARTANBURG, SC	\$2,202.87	\$697.58
DELL LATITUDE E4300	SPARTANBURG, SC	\$2,249.32	\$1,574.53
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,933.74	\$1,482.54
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,933.74	\$1,482.54
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,933.75	\$1,482.55
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,932.04	\$1,513.43
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,932.04	\$1,513.43
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,975.22	\$1,580.18
DELL LATITUDE E4300	SPARTANBURG, SC	\$1,975.21	\$1,580.17
DELL LATITUDE E4310	SPARTANBURG, SC	\$1,741.47	\$1,480.26
DELL LATITUDE E4310	SPARTANBURG, SC	\$1,741.47	\$1,480.26
DELL LATITUDE E4310	SPARTANBURG, SC	\$1,741.48	\$1,480.26
DELL LATITUDE E4310	SPARTANBURG, SC	\$1,830.51	\$1,555.94
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,420.54	\$1,207.46
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,420.53	\$1,207.45
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,518.60	\$1,341.43

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B28
Personal Property - Office equipment, furnishings, and supplies

Description	Location	Cost basis	Book value
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,518.60	\$1,341.43
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,518.60	\$1,341.43
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,547.61	\$1,341.27
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,547.61	\$1,341.27
DELL LATITUDE E5410	SPARTANBURG, SC	\$1,630.76	\$1,440.50
DELL LATITUDE E6400	SPARTANBURG, SC	\$1,874.10	\$1,280.63
DELL LATITUDE E6410	SPARTANBURG, SC	\$2,362.31	\$2,204.83
DELL LATITUDE E6410	SPARTANBURG, SC	\$2,040.75	\$1,836.67
DELL LATTITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.11
DELL LATTITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.11
DELL LATTITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.11
DELL LATTITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.11
DELL LATTITUDE 2110	SPARTANBURG, SC	\$946.79	\$852.11
DELL LATTITUDE E4310	SPARTANBURG, SC	\$1,943.77	\$1,587.42
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,557.85	\$1,376.11
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,518.60	\$1,341.43
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,518.60	\$1,341.43
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,518.59	\$1,341.41
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,518.59	\$1,341.41
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,560.34	\$1,404.31
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,560.34	\$1,404.31
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,560.34	\$1,404.31
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,560.35	\$1,404.32
DELL LATTITUDE E5410	SPARTANBURG, SC	\$1,560.35	\$1,404.32
DELL LATTITUDE E54100	SPARTANBURG, SC	\$1,674.71	\$1,451.42
DELL LATTITUDE E54100	SPARTANBURG, SC	\$1,674.71	\$1,451.42
DELL LATTITUDE E5500	SPARTANBURG, SC	\$1,762.25	\$1,439.17
DELL LATTITUDE E6410	SPARTANBURG, SC	\$1,601.13	\$1,307.59
DELL LATTITUDE E6410	SPARTANBURG, SC	\$1,601.13	\$1,307.59
DELL LATTITUDE E6410	SPARTANBURG, SC	\$1,601.12	\$1,307.58
DELL LATTITUDE E6410	SPARTANBURG, SC	\$2,134.85	\$1,921.37
DELL LATTITUDE E6410	SPARTANBURG, SC	\$1,981.61	\$1,816.47
DELL MEROM T7250	SPARTANBURG, SC	\$1,161.73	\$619.58
DELL MEROM T7250	SPARTANBURG, SC	\$1,161.73	\$619.58
DELL MICRO- MINI TOWER	SPARTANBURG, SC	\$1,330.34	\$0.00
DELL NOTEBOOK	SPARTANBURG, SC	\$2,090.54	\$0.00
DELL NOTEBOOK	SPARTANBURG, SC	\$2,552.53	\$0.00
DELL OPTIPLEX 210L	SPARTANBURG, SC	\$789.59	\$13.14
DELL OPTIPLEX 3301	SPARTANBURG, SC	\$857.54	\$457.35
DELL OPTIPLEX 380 MINITOWER BASE STD	SPARTANBURG, SC	\$995.41	\$779.74
DELL OPTIPLEX 380 MINITOWER BASE STD	SPARTANBURG, SC	\$995.41	\$779.74
DELL OPTIPLEX 380 MINITOWER BASE STD	SPARTANBURG, SC	\$995.41	\$779.74
DELL OPTIPLEX 380 MINITOWER BASE STD	SPARTANBURG, SC	\$995.40	\$779.73
DELL OPTIPLEX 380 MINITOWER BASE STD	SPARTANBURG, SC	\$995.40	\$779.73
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,189.44	\$376.66
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,189.44	\$376.66
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,189.44	\$376.66
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,189.44	\$376.66
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,109.28	\$351.26
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,109.28	\$351.26
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,109.28	\$351.26
DELL OPTIPLEX 740	SPARTANBURG, SC	\$1,109.29	\$351.27
DELL OPTIPLEX 755 PENTIUM DUAL	SPARTANBURG, SC	\$1,207.81	\$543.52
DELL OPTIPLEX 755 PENTIUM DUAL	SPARTANBURG, SC	\$1,207.81	\$543.52
DELL OPTIPLEX 755 PENTIUM DUAL	SPARTANBURG, SC	\$1,207.80	\$543.51
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,122.88	\$898.30
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,122.88	\$898.30
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,122.88	\$898.30
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,122.88	\$898.30
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,122.87	\$898.30
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,257.60	\$1,110.87
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,257.60	\$1,110.87

In re: The Merit Group, Inc.
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Description	Location	Cost basis	Book value
DELL OPTIPLEX 780	SPARTANBURG, SC	\$1,257.59	\$1,110.86
DELL OPTIPLEX 960 DESKTOP BASE STD	SPARTANBURG, SC	\$1,244.02	\$974.49
DELL OPTIPLEX 960 DESKTOP BASE STD	SPARTANBURG, SC	\$1,244.01	\$974.48
DELL OPTIPLEX 980 MINITOWER BASE	SPARTANBURG, SC	\$1,556.98	\$1,219.63
DELL OPTIPLEX GX240	SPARTANBURG, SC	\$1,098.25	\$0.00
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL OPTIPLEX GX620	SPARTANBURG, SC	\$649.94	\$32.49
DELL PC	SPARTANBURG, SC	\$1,399.10	\$0.00
DELL POWER EDGE SERVER 2900	SPARTANBURG, SC	\$4,082.38	\$1,506.57
DELL POWEREDGE 6800	SPARTANBURG, SC	\$12,652.50	\$1,897.87
DELL POWEREDGE 6800	SPARTANBURG, SC	\$12,652.50	\$1,897.87
DELL POWEREDGE SERVER	SPARTANBURG, SC	\$6,860.68	\$0.00
DELL POWEREDGER710 WITH CHASSIS NETWORK VIRTUAL SERVER	SPARTANBURG, SC	\$5,848.75	\$4,386.57
DELL POWEREDGER710 WITH CHASSIS NETWORK VIRTUAL SERVER	SPARTANBURG, SC	\$5,848.74	\$4,386.56
DELL PRECISION M6400	SPARTANBURG, SC	\$3,518.14	\$2,345.43
DELL PRECISION T3400	SPARTANBURG, SC	\$2,046.86	\$1,091.67
DELL PRECISION T3500	SPARTANBURG, SC	\$1,839.69	\$1,257.12
DELL QUAD XEON E5430	SPARTANBURG, SC	\$3,554.84	\$2,251.40
DELL QUAD XEON E5430	SPARTANBURG, SC	\$3,554.84	\$2,251.40
DELL SMARTUPS 3000VA XLT	SPARTANBURG, SC	\$2,539.76	\$1,199.33
DELL XPS M1210	SPARTANBURG, SC	\$1,362.89	\$136.28
DELL XPS M1210	SPARTANBURG, SC	\$1,320.89	\$132.08
DELL XPS M1210	SPARTANBURG, SC	\$1,593.88	\$212.50
DELL XPS-M1210	SPARTANBURG, SC	\$2,276.38	\$151.73
DIGITAL CHECK SCANNER	SPARTANBURG, SC	\$1,432.65	\$0.00
DISKEEPER 2008 PRO 250-499U AND DISKEEPER 2008 PRO 1Y MNT 250-499U	SPARTANBURG, SC	\$4,291.94	\$1,573.71
DISKEEPER 2008 SVR-25-49U VLA/ DISKEEPER 2008 SRV 1Y MNT 25-49	SPARTANBURG, SC	\$2,446.48	\$897.03
DS4000 EXP810 EXPANSION UNIT	SPARTANBURG, SC	\$9,469.40	\$7,417.70
ECL202 CUSTOM MODIFICATION- PPG PROJECT	SPARTANBURG, SC	\$8,904.00	\$4,204.67
ECLIPSE CISCO 1841 VPN ROUTER	SPARTANBURG, SC	\$2,542.34	\$0.00
ECLIPSE COMPUTER SYSTEM W/PRINTER & SOFTWARE	SPARTANBURG, SC	\$112,074.19	\$0.00
ECLIPSE COMPUTERS, INSTALLATION AND LICENSES	SPARTANBURG, SC	\$19,990.98	\$0.00
ECLIPSE CUSTOM PROGRAMMING	SPARTANBURG, SC	\$3,300.00	\$0.00
ECLIPSE CUSTOMIZATION	SPARTANBURG, SC	\$13,200.00	\$0.00
ECLIPSE DOCUMENT IMAGING	SPARTANBURG, SC	\$20,000.00	\$0.00
ECLIPSE INTERNET SERVER	SPARTANBURG, SC	\$2,875.92	\$0.00
ECLIPSE MOBILE ADVANCE SITE LICENSE	SPARTANBURG, SC	\$9,540.00	\$1,060.00
ECLIPSE RELEASE 7.0	SPARTANBURG, SC	\$3,500.00	\$0.00
ECLIPSE SALES FORCE AUTOMATION	SPARTANBURG, SC	\$7,500.00	\$0.00
ECLIPSE WEB INTEGRATION	SPARTANBURG, SC	\$2,100.00	\$0.00
EMAIL SERVER LICENCE UPGRADE	SPARTANBURG, SC	\$3,106.98	\$2,675.44
ESET NOD32 ANTIVIR US 4 BUS	SPARTANBURG, SC	\$3,751.55	\$2,813.65
EXEC CHAIR LEATHER	SPARTANBURG, SC	\$992.25	\$0.00
EXECUTIVE CHAIR	SPARTANBURG, SC	\$614.25	\$0.00
EXECUTIVE SWIVEL CHAIR	SPARTANBURG, SC	\$729.75	\$0.00
EXPANSION UNITIT HARDWARE	SPARTANBURG, SC	\$57,115.98	\$1,586.55
EXTERNAL TAPE DRIVE	SPARTANBURG, SC	\$5,200.00	\$0.00
EZ TRAPS W/ FLOAT SWITCHES	SPARTANBURG, SC	\$4,525.00	\$0.00
FAX COMPUTER SERVER	SPARTANBURG, SC	\$7,976.26	\$0.00
FILE CABINETS	SPARTANBURG, SC	\$8,930.25	\$0.00
FILE CABINETS	SPARTANBURG, SC	\$1,008.00	\$0.00
FILE CABINETS	SPARTANBURG, SC	\$1,800.00	\$0.00

In re: The Merit Group, Inc.
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Description	Location	Cost basis	Book value
FILE CABINETS	SPARTANBURG, SC	\$600.00	\$0.00
FIVE STAR FURN (SOFTWARE)	SPARTANBURG, SC	\$835,212.87	\$779,532.02
FURN & FIX- INSIGHT	SPARTANBURG, SC	\$2,869.42	\$2,486.83
FURN & FIX- SCANONLINE	SPARTANBURG, SC	\$1,210.00	\$1,008.34
FURN & FIXTURE	SPARTANBURG, SC	\$1,029.48	\$188.73
FURN & FIXTURE SCANOLINE	SPARTANBURG, SC	\$50,877.40	\$41,549.88
FURN FIX	SPARTANBURG, SC	\$48,080.13	\$39,105.00
GENERATOR	SPARTANBURG, SC	\$34,806.50	\$0.00
HARDWARE MAINTENANCE SUPPORT DS 4000 EXP 810 EXPANSION AND DS 4700 EXPRESS MODEL	SPARTANBURG, SC	\$7,731.36	\$644.28
HOTSWAP REPORTING SERVER	SPARTANBURG, SC	\$20,000.00	\$0.00
HP LASER JET 2100SE	SPARTANBURG, SC	\$766.48	\$0.00
HP LASER JET 6	SPARTANBURG, SC	\$734.99	\$0.00
HP LASER JET 6 PRINTER	SPARTANBURG, SC	\$839.99	\$0.00
HP LASER JET PRINTER	SPARTANBURG, SC	\$1,783.95	\$0.00
HP LASER JET PRINTER	SPARTANBURG, SC	\$839.99	\$0.00
HP LASER PRINTER	SPARTANBURG, SC	\$808.49	\$0.00
HP LASER PRINTER	SPARTANBURG, SC	\$1,347.99	\$0.00
HP LASERJET 2100 PRINTER	SPARTANBURG, SC	\$1,025.80	\$0.00
HP LASERJET 8000N	SPARTANBURG, SC	\$2,937.90	\$0.00
HP LASERJET PRINTER 4250N	SPARTANBURG, SC	\$794.00	\$0.00
HP LASREJET P3005N Q7814A 35 PPM LASER MONOCHROME PRINTER	SPARTANBURG, SC	\$719.98	\$311.98
HP LASREJET P3005N Q7814A 35 PPM LASER MONOCHROME PRINTER	SPARTANBURG, SC	\$719.98	\$311.98
HP LASREJET P3005N Q7814A 35 PPM LASER MONOCHROME PRINTER	SPARTANBURG, SC	\$719.98	\$311.98
HP LJ 4050N	SPARTANBURG, SC	\$1,475.00	\$0.00
HP LJ 4050N	SPARTANBURG, SC	\$1,475.00	\$0.00
HP LJ 4050N	SPARTANBURG, SC	\$1,475.00	\$0.00
HP LJ 4050N	SPARTANBURG, SC	\$1,498.58	\$0.00
HP LJ 8100DN	SPARTANBURG, SC	\$3,279.00	\$0.00
HP OFFICE JET PRINTER	SPARTANBURG, SC	\$419.99	\$0.00
HP PRINTER	SPARTANBURG, SC	\$855.99	\$0.00
HR/PAYROLL CONFIGURATION IMPLEM	SPARTANBURG, SC	\$10,708.09	\$637.37
ICE MACHINE	SPARTANBURG, SC	\$1,443.75	\$0.00
ICE MAKER	SPARTANBURG, SC	\$2,427.40	\$2,103.75
INSPIRON	SPARTANBURG, SC	\$1,296.54	\$0.00
INSPIRON 5100	SPARTANBURG, SC	\$2,281.64	\$0.00
INSPIRON LAPTOP	SPARTANBURG, SC	\$1,608.37	\$0.00
INSPIRON LAPTOP	SPARTANBURG, SC	\$1,608.37	\$0.00
INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,430.09	\$0.00
INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,540.34	\$0.00
INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,292.54	\$0.00
INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,250.54	\$0.00
INSPIRON NOTEBOOK	SPARTANBURG, SC	\$1,339.79	\$0.00
INSPIRON NOTEBOOK	SPARTANBURG, SC	\$2,258.55	\$0.00
INSPIRON NOTEBOOK 700M	SPARTANBURG, SC	\$1,424.84	\$0.00
INSPIRON PENTIUM	SPARTANBURG, SC	\$2,152.88	\$0.00
INTEL PENTIUM	SPARTANBURG, SC	\$904.37	\$0.00
INTEL PENTIUM 2350 SERIES	SPARTANBURG, SC	\$952.34	\$0.00
JIM'S CONFERENCE TABLE	SPARTANBURG, SC	\$500.00	\$0.00
KEWILL PROJECT	SPARTANBURG, SC	\$19,000.00	\$15,833.34
KEWILL PROJECT	SPARTANBURG, SC	\$2,925.00	\$2,730.00
KEWILL PROJECT	SPARTANBURG, SC	\$1,575.00	\$1,470.00
KEWILL PROJECT	SPARTANBURG, SC	\$1,350.00	\$1,260.00
KEWILL PROJECT	SPARTANBURG, SC	\$843.75	\$787.50
KEWILL PROJECT	SPARTANBURG, SC	\$225.00	\$210.00
KEWILL PROJECT	SPARTANBURG, SC	\$5,175.00	\$4,830.00
KEWILL PROJECT	SPARTANBURG, SC	\$1,800.00	\$1,680.00
KEWILL PROJECT	SPARTANBURG, SC	\$8,618.00	\$8,043.47
KEWILL PROJECT	SPARTANBURG, SC	\$1,400.00	\$1,306.67
LASER PRINTER	SPARTANBURG, SC	\$1,014.49	\$0.00
LASERJET 2300N	SPARTANBURG, SC	\$799.00	\$0.00
LATITUDE D630	SPARTANBURG, SC	\$3,185.92	\$955.78
LATITUDE D630	SPARTANBURG, SC	\$1,666.32	\$499.92
LATITUDE D630	SPARTANBURG, SC	\$1,666.32	\$499.92

In re: The Merit Group, Inc.
Case No. 11-03216
 Schedule B28
 Personal Property - Office equipment, furnishings, and supplies

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In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B28
Personal Property - Office equipment, furnishings, and supplies

Description	Location	Cost basis	Book value
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.82	\$1,634.40
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.82	\$1,634.40
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.82	\$1,634.40
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.82	\$1,634.40
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.81	\$1,634.39
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.81	\$1,634.39
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.81	\$1,634.39
MOTOROLA RF GUNS	SPARTANBURG, SC	\$2,131.81	\$1,634.39
MULTISYNC ULTRA PORTABLE PROJECTOR	SPARTANBURG, SC	\$3,186.22	\$0.00
NETSHELTER SX 42U 600MM WIDE X 1200MM DEEP PHONE UPGRADE	SPARTANBURG, SC	\$2,241.05	\$1,840.87
NETWORK UPGRADE	SPARTANBURG, SC	\$11,525.00	\$7,363.20
NICK'S OFFICE	SPARTANBURG, SC	\$1,475.00	\$0.00
NORTON RENEWAL	SPARTANBURG, SC	\$1,582.68	\$0.00
NOTEBOOK INSPIRON	SPARTANBURG, SC	\$2,074.79	\$0.00
OFFICE 2003 UPGRADE	SPARTANBURG, SC	\$5,662.80	\$0.00
OFFICE CHAIR	SPARTANBURG, SC	\$472.50	\$0.00
OMR MARK	SPARTANBURG, SC	\$2,268.00	\$0.00
OPTIPLEX 330	SPARTANBURG, SC	\$1,214.76	\$0.00
OPTIPLEX 330	SPARTANBURG, SC	\$1,214.76	\$0.00
OPTIPLEX 330	SPARTANBURG, SC	\$1,214.76	\$0.00
OPTIPLEX 330	SPARTANBURG, SC	\$1,098.16	\$420.97
OPTIPLEX 330	SPARTANBURG, SC	\$1,098.15	\$420.96
OUTLOOK INTEGRATION	SPARTANBURG, SC	\$6,000.00	\$0.00
PAGEMAKER 7.0	SPARTANBURG, SC	\$4,337.55	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.34	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM LUNGSTEN MP3	SPARTANBURG, SC	\$162.33	\$0.00
PALM TUNGSTEN W/ SDIO SCAN CARD	SPARTANBURG, SC	\$7,707.00	\$0.00
PAYROLL SERVER E5335 2000 XEAON CLOVERTOWN	SPARTANBURG, SC	\$3,538.27	\$1,684.88
PBX UPGRADE	SPARTANBURG, SC	\$61,757.63	\$37,740.76
PC/ MONITOR	SPARTANBURG, SC	\$1,007.99	\$0.00
PDA SCANNER TESTING MODEL	SPARTANBURG, SC	\$2,304.75	\$998.72
PDT 6800 SERIES LITHIUM ION BATTERY PAK	SPARTANBURG, SC	\$965.07	\$48.28
PENTIUM II 333MHZ COMPUTER	SPARTANBURG, SC	\$1,327.00	\$0.00
PENTIUM II 333MHZ COMPUTER	SPARTANBURG, SC	\$1,327.00	\$0.00
PHONE SYSTEM PROGRAMMING	SPARTANBURG, SC	\$6,572.00	\$0.00
PORTMASTER	SPARTANBURG, SC	\$1,000.00	\$0.00
POWER POINT 2002	SPARTANBURG, SC	\$548.00	\$0.00
POWER QUALITY SYSTEMS	SPARTANBURG, SC	\$13,930.00	\$1,857.34
PRINT CONTROLLER FOR COPIER	SPARTANBURG, SC	\$2,262.75	\$0.00
PRINTER	SPARTANBURG, SC	\$902.97	\$0.00
PROGRAMING 401K DATA EXTRACT	SPARTANBURG, SC	\$1,062.50	\$0.00
QUARKXPRESS 6.0 WMN	SPARTANBURG, SC	\$1,466.01	\$0.00
QUICK BOOKS PRO 2007	SPARTANBURG, SC	\$499.95	\$0.00
REFURBISHED 7133-D40 DISK FOR M80	SPARTANBURG, SC	\$6,354.77	\$0.00
REMOTE NETWORK MAINTENANCE	SPARTANBURG, SC	\$2,000.00	\$0.00
REMOTE SUPPORT HARDWARE FOR PC'S, MOBILE DEVICES	SPARTANBURG, SC	\$11,471.50	\$9,878.24
RF MODIFCATION	SPARTANBURG, SC	\$5,400.00	\$0.00
RISC 6000 P5	SPARTANBURG, SC	\$134,942.98	\$0.00
RON JR'S OFFICE	SPARTANBURG, SC	\$544.00	\$0.00
RON SR'S OFFICE	SPARTANBURG, SC	\$3,664.00	\$0.00
RS 6000 MODEL M80	SPARTANBURG, SC	\$161,526.99	\$0.00
SALES FORCE AUTOMATION	SPARTANBURG, SC	\$8,250.00	\$0.00

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B28

[illegible]

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule B28
Personal Property - Office equipment, furnishings, and supplies

Description	Location	Cost basis	Book value
ZEBRA LP2844Z RPINTER, DIRECT THERMAL DESKTOP, METAL TEAR EDGE, STD FLASH	SPARTANBURG, SC	\$490.83	\$269.95
ZEBRA LP2844Z RPINTER, DIRECT THERMAL DESKTOP, METAL TEAR EDGE, STD FLASH	SPARTANBURG, SC	\$490.83	\$269.95
ZEBRA LP2844Z RPINTER, DIRECT THERMAL DESKTOP, METAL TEAR EDGE, STD FLASH	SPARTANBURG, SC	\$490.83	\$269.95
TOTAL:		\$3,521,595.24	\$1,321,983.02

In re: The Merit Group, Inc.
Case No. 11-03216
 Schedule B35

Personal Property - Other personal property of any kind not already listed

Description	Location	Book Value
ARCHITECT RENOVATIONS	SPARTANBURG, SC	\$4,200.21
CARPET	SPARTANBURG, SC	\$88.48
CARPET TILES	SPARTANBURG, SC	\$2,537.80
DOORS ON CABINETS	SPARTANBURG, SC	\$1,664.15
DUE FROM MERIT INVESTMENTS	SPARTANBURG, SC	\$304,455.00
DUE FROM MERIT LEASING	SPARTANBURG, SC	\$936,324.00
DUE FROM SHAREHOLDERS	SPARTANBURG, SC	\$656,582.00
HANDICAP ACCESS DOOR/ POWER OPENER INSTALLED	SPARTANBURG, SC	\$1,304.87
IMPROVE- PAINTING BRICK ON OFFICE BLDG	SPARTANBURG, SC	\$2,772.32
IMPROVEMENT	SPARTANBURG, SC	\$4,766.83
IMPROVEMENTS	SPARTANBURG, SC	\$4,653.36
IMPROVEMENTS	SPARTANBURG, SC	\$7,502.54
IMPROVEMENTS	SPARTANBURG, SC	\$1,566.91
IMPROVEMENTS- PAINTING BUILDING	SPARTANBURG, SC	\$1,259.00
INSULATION OF DOOR AND UPFIT OF OFFICE	SPARTANBURG, SC	\$1,020.00
INTERIOR UPFIT OF STORAGE ROOM- INSTALL CONF ROOM DOOR AND CABINET IN LOBBY	SPARTANBURG, SC	\$12,092.84
PAINTING IMPROVEMENT	SPARTANBURG, SC	\$181.34
PASSPOINT DOOR EXPANSION	SPARTANBURG, SC	\$2,260.33
ROOFING AND SHEET METAL IMPROVEMENTS	SPARTANBURG, SC	\$2,360.11
TOTAL:	TOTAL:	\$1,947,592.09

B6D (Official Form 6D) (12/07)

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER (See Instructions Above.)	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
SEE ATTACHED SCHEDULE D							\$63,474,951.00	UNKNOWN
Subtotal(s) (Total(s) on this page)							\$63,474,951.00	\$0.00
Total(s) (Use only on last page)							\$63,474,951.00	\$0.00

(Report also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule D
Creditors Holding Secured Claims

Creditor Name	Creditor Notice Name	Code debtor	Address 1	Address 2	City	State	Zip	Date claim was incurred, nature of lien and description and value of property subject to lien	Contingent	Unliquidated	Amount of claim without deducting value of collateral	Unsecured portion, if any
ALLY	PAYMENT PROCESSING CENTER		PO BOX 9001951		LOUISVILLE	KY	40290	OCTOBER 2007; SECURED BY 2007 GMC YUKON			\$9,363.00	\$0.00
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	JANUARY 15, 2010; SECURED BY ALL PROPERTY OF THE DEBTOR			\$47,480,080.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	JANUARY 15, 2010; SECURED BY ALL PROPERTY OF THE DEBTOR			\$916,679.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	JANUARY 15, 2010; SECURED BY ALL PROPERTY OF THE DEBTOR			\$794,428.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	JANUARY 15, 2010; SECURED BY ALL PROPERTY OF THE DEBTOR			\$455,113.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	MAY 2, 2008; SECURED BY ALL PROPERTY OF THE DEBTOR			\$1,004,792.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	MARCH 3, 2008; SECURED BY ALL PROPERTY OF THE DEBTOR			\$409,377.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	DECEMBER 30, 2006; SECURED BY ALL PROPERTY OF THE DEBTOR			\$118,477.00	UNKNOWN
REGIONS BANK	ELIZABETH L. SCHOEN	X	191 PEACHTREE STREET	SUITE 3800	ATLANTA	GA	30303	JANUARY 15, 2010; SECURED BY ALL PROPERTY OF THE DEBTOR				
STONEHENGE OPPORTUNITY FUND II, L.P.	MICHAEL D. ARGUELLES	X	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215	SUBORDINATED TO REGIONS BANK			\$12,276,642.00	UNKNOWN
TOTAL:											\$63,474,951.00	\$0.00

B6E (Official Form 6E) (04/10)

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIM (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

**Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
SEE ATTACHED SCHEDULE E							\$422,945.93	\$300,663.07	\$122,282.86
Subtotals (Totals on this page):							\$422,945.93	\$300,663.07	\$122,282.86
Total: (Report also on the Summary of Schedules)							\$422,945.93		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								\$300,663.07	\$122,282.86

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule E
Creditors Holding Unsecured Priority Claims

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Date claim was incurred and consideration for claim	Unfiled	Total amount of claim	Amount entitled to priority	Amount not entitled to priority, if any
ALABAMA DEPARTMENT OF REVENUE	ALABAMA DEPARTMENT OF REVENUE	WITHHOLDING TAX SECTION	P.O. BOX 327480	MONTGOMERY	AL	36132-7480	5/6/2011 & 5/13/2011		\$83.73	\$83.73	\$0.00
ANGIE VAUGHAN	VAUGHAN, ANGELA COLLINS	207 SPRINGDALE DRIVE		UNION	SC	29379	40669		\$900.00	\$0.00	\$0.00
ARIZONA DEPT. OF REVENUE	ARIZONA DEPT. OF REVENUE	PO BOX 29009		PHOENIX	AZ	85038-9009	5/6/2011 & 5/13/2011		\$148.29	\$148.29	\$0.00
ARIZONA DEPT. OF ECONOMIC SECURITY	ARIZONA DEPT. OF ECONOMIC SECURITY	PO BOX 52027		PHOENIX	AZ	85072-2027	40634		\$19.66	\$19.66	\$0.00
ARKANSAS DEPT. OF FINANCE & ADMIN. (WARRINGTON TOWNSHIP)	ARKANSAS DEPT. OF FINANCE & ADMIN. (WARRINGTON TOWNSHIP)	PO BOX 1272		LITTLE ROCK	AR	72203-1272	5/6/2011 & 5/13/2011		\$85.13	\$85.13	\$0.00
BERKHEIMER TAX ADMINISTRATOR	BERKHEIMER TAX ADMINISTRATOR	PO BOX 905		BANGOR	PA	18013	APRIL 2011, 5/6/2011 & 5/13/2011		\$112.00	\$112.00	\$0.00
BULLOCK, ROBERT GLENN	BULLOCK, ROBERT GLENN	4861 WEST 4450 SOUTH		WEST HAVEN	UT	84013	40669		\$3,706.51	\$3,706.51	\$0.00
BOB SMITH	BOB SMITH	150 GOAD CEMETERY ROAD		NEW HARMONY	IN	47631	12/31/2010, MAY 2011		\$3,143.76	\$3,143.76	\$0.00
BRIAN BONSAL	BONSAL, BRIAN PATRICK	212 HICKORY DRIVE		MANAKIN SABOT	VA	22103		X X	\$0.00	\$0.00	\$0.00
CENTRAL COLLECTION AGENCY (MEDINA)	CENTRAL COLLECTION AGENCY (MEDINA)	1701 LAKESIDE AVE.		CLEVELAND	OH	44114	APRIL 2011, 5/6/2011 & 5/13/2011		\$127.17	\$127.17	\$0.00
CODY RYAN	RYAN, CODY EUGENE	1804 IMPERIAL DRIVE		REDDING	CA	96003		X X	\$0.00	\$0.00	\$0.00
COLORADO DEPARTMENT OF LABOR AND EMPLOYMENT	COLORADO DEPARTMENT OF LABOR AND EMPLOYMENT	UNEMPLOYMENT INSURANCE EMPLOYER SERVICES	261 E. 12TH AVE	DENVER	CO	80203	APRIL 2011, 5/6/2011 & 5/13/2011		\$48.27	\$48.27	\$0.00
COLORADO DEPARTMENT OF REVENUE	COLORADO DEPARTMENT OF REVENUE	233 PROVIDENCE DRIVE		DENVER	CO	80261-0009	5/6/2011 & 5/13/2011		\$38.00	\$38.00	\$0.00
CRAIG BLAND	BLAND, CRAIG ALAN	139 JAMIE BARNETT DRIVE		MEDINA	OH	44258	40643		\$1,000.00	\$1,000.00	\$0.00
DAN BENETEAU	BENETEAU, DANIEL PAUL	PO BOX 2708		BOILING SPRINGS	SC	29316	40669		\$1,060.00	\$1,060.00	\$0.00
DAVE BARTHOLOMEW	BARTHOLOMEW, DAVID P.	229 BENT OAK WAY		VENTURA	CA	93002	12/31/2010 & 5/6/2011		\$4,097.36	\$4,097.36	\$0.00
DAVID DALEY	DALEY, DAVID R.	590 RIDGE ROAD		SPARTANBURG	SC	29301	40543		\$60,000.00	\$60,000.00	\$0.00
DAVID SCOTT	SCOTT, DEAN E.	411 ASTER DRIVE		WALLER LAKE	MI	48390		X X	\$0.00	\$0.00	\$0.00
DEAN MERRROW	MERRROW, DENISE OTIS	431 FARNSWORTH RD		SIMPSONVILLE	SC	29681	40663		\$2,396.16	\$2,396.16	\$0.00
DENNIS FLETCHER	FLETCHER, DENNIS W.	2020 EAST 94TH AVENUE		SPARTANBURG	SC	29301	12/31/2010 & MAY 2011		\$762.80	\$762.80	\$0.00
DEPT. OF TAXATION	DEPT. OF TAXATION	2822 SADDLE OAK		THORNTON	CO	80228	40543		\$1,000.00	\$1,000.00	\$0.00
DEPT. OF WORKFORCE DEVELOPMENT	DEPT. OF WORKFORCE DEVELOPMENT	208 OFFICE BOX 26644		CONSUMERS	MO	64081	5/6/2011 & 5/13/2011		\$142.98	\$142.98	\$0.00
DIV. OF EMPLOYMENT SECURITY	DIV. OF EMPLOYMENT SECURITY	PO BOX 76860		WILMINGTON	DE	19806	40534		\$119.06	\$119.06	\$0.00
DIVISION OF UNEMPLOYMENT INSURANCE	DIVISION OF UNEMPLOYMENT INSURANCE	PO BOX 686		JEFFERSON CITY	MO	65102-0866	40634		\$118.39	\$118.39	\$0.00
DOMINICA REAGAN	REAGAN, DOMINICA	PO BOX 2033		FRANKFORT	KY	40602-2033	APRIL 2011, 5/6/2011 & 5/13/2011		\$1,635.87	\$1,635.87	\$0.00
DOUG NISSELY	NISSELY, JAMES DOUGLAS	6348 CHRISTOPHER		ST. LOUIS	MO	63128		X X	\$0.00	\$0.00	\$0.00
ELIZABETH TRULLUCK	TRULLUCK, ELIZABETH WESTBROOK	122 ASHBY COURT		MOORE	SC	29369	40669		\$6,200.14	\$6,200.14	\$0.00
EMILY WATSON	WATSON, EMILY G.	1200 KAXVIEW FARMS ROAD		CHARLESTON	SC	29412	40634		\$1,008.20	\$1,008.20	\$0.00
EMPLOYMENT DEVELOPMENT	EMPLOYMENT DEVELOPMENT	1200 KAXVIEW FARMS ROAD		WOODRUFF	SC	29388	40669		\$800.00	\$800.00	\$0.00
FLORIDA DEPARTMENT OF REVENUE	FLORIDA DEPARTMENT OF REVENUE	PO BOX 988071		WEST SACRAMEN	CA	95798-9071	APRIL 2011, 5/6/2011 & 5/13/2011		\$2,065.29	\$2,065.29	\$0.00
GEORGIA PHIPPS	PHIPPS, GEORGE JOHN	5050 W TENNESSEE ST		TALLAHASSEE	FL	32399-0180	APRIL 2011, 5/6/2011 & 5/13/2011		\$712.30	\$712.30	\$0.00
GEORGIA DEPARTMENT OF REVENUE	GEORGIA DEPARTMENT OF REVENUE	3301 ROUND HILL ROAD		GREENSBORO	NC	27408		X X	\$0.00	\$0.00	\$0.00
GREGORY F X DALY, COLLECTION OF REVENUE	GREGORY F X DALY, COLLECTION OF REVENUE	PROCESSING CENTER	PO BOX 740387	ATLANTA	GA	30374-0387	5/6/2011 & 5/13/2011		\$671.44	\$671.44	\$0.00
HAL HOUNIHAN	HOUNIHAN, HAROLD R.	EARNING TAX DIVISION	PO BOX 68966	ST. LOUIS	MO	63166-6896	40634		\$5.00	\$5.00	\$0.00
ILLINOIS DEPARTMENT OF EMPLOYMENT SECURITY REVENUE DIVISION	ILLINOIS DEPARTMENT OF EMPLOYMENT SECURITY REVENUE DIVISION	6107 ELIZABETHAN RD.		NASHVILLE	TN	37205			\$500.00	\$500.00	\$0.00
ILLINOIS DEPARTMENT OF REVENUE	ILLINOIS DEPARTMENT OF REVENUE	33 SOUTH STATE STREET		CHICAGO	IL	60603	5/6/2011 & 5/13/2011		\$414.96	\$414.96	\$0.00
IN DEPT. OF WORKFORCE DEVELOPMENT	IN DEPT. OF WORKFORCE DEVELOPMENT	10 N SENATE AVENUE	ROOM 8E003	SPRINGFIELD	IL	62784-9447	5/6/2011 & 5/13/2011		\$241.24	\$241.24	\$0.00
INDIANA DEPT. OF REVENUE	INDIANA DEPT. OF REVENUE	PO BOX 595		INDIANAPOLIS	IN	46204-2777	APRIL 2011, 5/6/2011 & 5/13/2011		\$45.66	\$45.66	\$0.00
INDIANA DEPT. OF REVENUE	INDIANA DEPT. OF REVENUE	PO BOX 595		INDIANAPOLIS	IN	46206-0595	APRIL 2011, 5/6/2011 & 5/13/2011		\$1,331.01	\$1,331.01	\$0.00
JASON SPENCER	SPENCER, JASON A.	316 MT. VERNON ROAD		INDIANAPOLIS	IN	46206-0595	APRIL 2011, 5/6/2011 & 5/13/2011		\$74.84	\$74.84	\$0.00
JEFF HOUSTON	HOUSTON, JEFFREY P.	10851 S. 750 EAST		UNION	IN	46378	40543		\$3,854.02	\$3,854.02	\$11,145.98
JOE YOUNG	YOUNG III, JOSEPH KLEBER	3119 STONE STATION ROAD		WALKERTON	IN	46774		X X	\$0.00	\$0.00	\$0.00
KENTON COUNTY FISCAL COURT	KENTON COUNTY FISCAL COURT	6827 WIMOSA LANE		SPARTANBURG	SC	29308	40669		\$1,615.38	\$1,615.38	\$0.00
KENTON COUNTY FISCAL COURT	KENTON COUNTY FISCAL COURT	745 NORTH 535 EAST		DALLAS	TX	75230	40543		\$9,000.00	\$9,000.00	\$0.00
KENTUCKY DEPARTMENT OF REVENUE	KENTUCKY DEPARTMENT OF REVENUE	PO BOX 64966		PLEASANT GROVE UT	UT	84062	40543		\$9,267.56	\$9,267.56	\$4,732.44
KIRVIN, LESLIE	KIRVIN, LESLIE	1084 GARDENIA TERRACE		CINCINNATI	OH	45264-3866	APRIL 2011, 5/6/2011 & 5/13/2011		\$678.67	\$678.67	\$0.00
LOUISIANA DEPARTMENT OF REVENUE	LOUISIANA DEPARTMENT OF REVENUE	P.O. BOX 91017		FRANKFORT	KY	40620-0004	5/6/2011 & 5/13/2011		\$740.58	\$740.58	\$0.00
LYNN MARIE MIELE	MIELE, LYNN MARIE	180 BOAT DRIVE		ALAMEDA	CA	94502	40664		\$7,752.23	\$7,752.23	\$0.00
MARTY WILLIAMS	WILLIAMS, CHARLOTTE M.	773 GREEN RIDGE ROAD		BATON ROUGE LA	LA	70821-9617	5/6/2011 & 5/13/2011		\$2,692.32	\$2,692.32	\$0.00
MERRILL LYNCH	MERRILL LYNCH	1676 SE MARKET STREET		CHESNEE	SC	29523	40669		\$37.74	\$37.74	\$0.00
MICHIGAN DEPARTMENT OF TREASURY	MICHIGAN DEPARTMENT OF TREASURY	P.O. BOX 1507		MONTGOMERY	AL	36109	40543		\$250.00	\$250.00	\$0.00
MICKY PAIR	MICKY PAIR	1813 EAST PINEHURST AVENUE		MONTGOMERY	AL	36109	40543		\$3,157.50	\$3,157.50	\$0.00
MIKE RAPOLSKI	RAPOLSKI, MICHAEL G.	573 WHALEY ROAD		JEFFERSON	LA	70601	5/6/2011 & 5/13/2011		\$218.82	\$218.82	\$0.00
				FRESNO	CA	93720	40664		\$5,617.22	\$5,617.22	\$2,150.00
				JESSUP	GA	31546	40664		\$3,097.51	\$3,097.51	\$0.00

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule E
Creditors Holding Unsecured Priority Claims

Creditor Name	Creditor Notice Name	Address 1	Address 2	City	State	Zip	Date claim was incurred and consideration for claim	Unfiled	Disputed	Total amount of claim	Amount entitled to priority	Amount not entitled to priority, if any
MIKE SMITH	SMITH, MICHAEL H.	311 HAYSTACK HILL		ROEBUCK	SC	29376	4/05/13			\$60,000.00	\$9,564.89	\$50,435.11
MINNESOTA REVENUE	MINNESOTA REVENUE	P.O. BOX 64439		ST. PAUL	MN	55164-0439	5/6/2011 & 5/13/2011			\$265.11	\$265.11	\$0.00
MISSOURI DEPT. OF REVENUE TAXATION DIV.	MISSOURI DEPT. OF REVENUE TAXATION DIV.	PO BOX 3375		JEFFERSON CITY	MO	65105-3375	5/6/2011 & 5/13/2011			\$85.00	\$85.00	\$0.00
NANCY BALLENGER	BALLENGER, NANCY JANE	2557 COMPTON BRIDGE ROAD		INMAN	SC	29349	4/06/11			\$1,140.00	\$1,140.00	\$0.00
NORTH CAROLINA DEPARTMENT OF REVENUE	NORTH CAROLINA DEPARTMENT OF REVENUE	POST OFFICE BOX 25000		RALEIGH	NC	27640-0605	5/6/2011 & 5/13/2011			\$142.00	\$142.00	\$0.00
OREGON DEPARTMENT OF REVENUE	OREGON DEPARTMENT OF REVENUE	PO BOX 14800		SALEM	OR	97309-0920	5/6/2011 & 5/13/2011			\$424.98	\$424.98	\$0.00
OREN L. BRADY, TREASURER	OREN L. BRADY, TREASURER	PO BOX 5907		SPARTANBURG	SC	29304-5907	4/05/13			\$56,368.58	\$56,368.58	\$0.00
SPARTANBURG COUNTY	SPARTANBURG COUNTY	DEPT. 280904		HARRISBURG	PA	17128-0904	5/6/2011 & 5/13/2011			\$352.48	\$352.48	\$0.00
PA DEPARTMENT OF REVENUE	PA DEPT. OF LABOR AND INDUSTRY	PO BOX 67504		HARRISBURG	PA	17106-7504	APRIL 2011, 5/6/2011 & 5/13/2011			\$274.09	\$274.09	\$0.00
PERRY SMITH	SMITH, JOSEPH PERRY	2428 SAN GABRIEL		PLANO	TX	75074	4/05/13			\$250.00	\$250.00	\$0.00
PICK FLORES	FLORES, RICARDO MANUEL	14450 TABERUA LANE		MIAMI	FL	33014	4/05/13			\$750.00	\$750.00	\$0.00
ROB WOLF	WOLF, ROBERT ALLEN	217 DENALI DRIVE		CHICO	CA	95973	4/06/14			\$8,139.19	\$7,874.87	\$264.32
ROCKY LOUDERBACK	LOUDERBACK, CLAYTON STRUBE	11086 ZARING COURT		CINCINNATI	OH	45241	4/05/13			\$750.00	\$750.00	\$0.00
SC DEPARTMENT OF REVENUE	SC DEPARTMENT OF REVENUE	WITHOLDING		COLUMBIA	SC	29214-0004	4/06/16			\$10,288.47	\$10,288.47	\$0.00
SOUTH CAROLINA DEPARTMENT OF EMPLOYMENT AND WORKFORCE	SOUTH CAROLINA DEPARTMENT OF EMPLOYMENT AND WORKFORCE	P.O. BOX 7103		COLUMBIA	SC	29202	APRIL 2011, 5/6/2011 & 5/13/2011			\$4,884.62	\$4,884.62	\$0.00
STATE OF NJ DEPARTMENT OF THE TREASURY	STATE OF NJ DEPARTMENT OF THE TREASURY	P.O. BOX 628		TRENTON	NJ	08646-0628	APRIL 2011, 5/6/2011 & 5/13/2011			\$854.70	\$854.70	\$0.00
STEVE PUGH	PUGH, STEVEN WHISNER	2210 BELLA TIERRA PLACE		PASO ROBLES	CA	93446	4/03/16			\$2,654.00	\$2,654.00	\$2,400.00
TEXAS WORKFORCE COMMISSION	TEXAS WORKFORCE COMMISSION	STATUS - ROOM 514		AUSTIN	TX	78778-0001	APRIL 2011, 5/6/2011 & 5/13/2011			\$2,168.00	\$2,168.00	\$0.00
TREASURER OF THE STATE OH DEPT OF TAXATION	TREASURER OF THE STATE OH DEPT OF TAXATION	PO BOX 347		COLUMBUS	OH	43216-0347	5/6/2011 & 5/13/2011			\$462.01	\$462.01	\$0.00
UNEMPLOYMENT INSURANCE PROGRAM UNITED STATES TREASURY	UNEMPLOYMENT INSURANCE PROGRAM UNITED STATES TREASURY	329 MINNESOTA STREET, SUITE 2000		ST. PAUL	MN	55101-1351	4/05/14			\$427.73	\$427.73	\$0.00
UTAH DEPT. OF WORKFORCES SERVICES	UTAH DEPT. OF WORKFORCES SERVICES	140 EAST 300 SOUTH		CINCINNATI	OH	45280-4522	4/06/16			\$99,321.45	\$99,321.45	\$0.00
UTAH TAX COMMISSION	UTAH TAX COMMISSION	210 NORTH 1950 WEST		SALT LAKE CITY	UT	84111	APRIL 2011, 5/6/2011 & 5/13/2011			\$2,087.86	\$2,087.86	\$0.00
VERNE BUCHANAN	BUCHANAN JR., A. VERNE	3598 GUTTER RIDGE RD		CONWAY	AR	72034	5/6/2011 & 5/13/2011			\$770.00	\$770.00	\$0.00
WAYNE WORTHY	WORTHY, DAVID WAYNE	112 ORIOLE AVENUE		WEATHERFORD	TX	76086	4/05/13	X	X	\$0.00	\$0.00	\$0.00
WILL CLARK	CLARK, WILLIAM GRIFFIN	995 RHYMES LANE		PICKENS	SC	29671	4/06/11			\$1,000.00	\$1,000.00	\$0.00
YORK ADAMS TAX BUREAU (YORK COUNTY)	YORK ADAMS TAX BUREAU	PO BOX 15627		YORK	PA	17405	APRIL 2011, 5/6/2011 & 5/13/2011			\$2,057.70	\$2,057.70	\$0.00
TOTAL:										\$422,945.93	\$300,863.07	\$122,282.86

B6F (Official Form 6F) (12/07)

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
SEE ATTACHED SCHEDULE F							\$2,712,049.78
Subtotal (Total on this page)							\$2,712,049.78
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$2,712,049.78

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule F
Creditors Holding Unsecured Claims

Creditor Name	Creditor Notice Name	Address	City	State	Zip	Date claim was incurred and consideration for claim	Contingent	Unliquidated	Disputed	Total amount of claim
CUSHMAN & WAKEFIELD OF NJ, INC.		1290 AVE OF THE AMERICAS	NEW YORK	NY	10104	LITIGATION	X	X	X	UNKNOWN
DANA ARD	TOM R. BURCHAM, III #43932	222 WEST COLUMBIA STREET	FARMINGTON	MO	63640	LITIGATION	X	X	X	UNKNOWN
FORT, CALEB C		603 HWY 56	SPARTANBURG	SC	29302					\$690,624.66
FORT, CALEB C		603 HWY 56	SPARTANBURG	SC	29302					\$1,530,000.00
JASON SPENCER		314 MT. VERNON ROAD	UNION	SC	29379	AUTO ACCIDENT	X	X	X	UNKNOWN
MICHAEL SUTTON	TOM R. BURCHAM, III #43932	222 WEST COLUMBIA STREET	FARMINGTON	MO	63640	LITIGATION	X	X	X	UNKNOWN
WOLFE JR, E, F		607 HWY 56	SPARTANBURG	SC	29302					\$491,425.12
TOTAL:							\$2,712,049.78			

B6G (Official Form 6G) (12/07)

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
SEE ATTACHED SCHEDULE G	

Name of other parties to lease or contract			Address 1		Address 2		City	State	Zip	Country	Description of contract or lease and nature of debtor's interest.	
1500 RAYWAY, LLC			PO BOX 310300		PROPERTY 120210	IA	DES MOINES	IA	50331-0300		DISTRIBUTION CENTER: NJ	
ADP, INC			CAROLINA REGION		P.O. BOX 9001006	KY	LOUISVILLE	KY	40290-1006		AVERT (SCREENING & SELECTION SERVICE EXPENSE EXPERT PLUS (CONCUR EXPENSE REPORTING)	
ADP, INC			CAROLINA REGION		P.O. BOX 9001006	KY	LOUISVILLE	KY	40290-1006		REPORTING	
ANDALVAAREZ AND MARSAL NORTH AMERICA, LLC			3424 PEACHTREE ROAD NE		SUITE 1500	GA	ATLANTA	GA	30326		PURCHASING CARD SERVICE	
AMERICAN EXPRESS TRAVEL RELATED SERVICES, INC			PO BOX 650448			TX	DALLAS	TX	75265-0448		PHONE / INTERNET SERVICE	
AT&T			208 S AKARD ST			TX	DALLAS	TX	75202		PHONE / INTERNET SERVICE	
AT&T					PO BOX 5019	IL	CAROL STREAM	IL	60197		NETWORKING EQUIP MAINT CONTRACT	
AT-NET (VALUE ADDED RESELLER)			127 WEST ANTRIM DRIVE			SC	GREENVILLE	SC	29607		NETWORKING EQUIP MAINT CONTRACT	
AT-NET (VALUE ADDED RESELLER)			127 WEST ANTRIM DRIVE			SC	GREENVILLE	SC	29607		NETWORK STORAGE MAINT AGREE	
AT-NET (VALUE ADDED RESELLER)			127 WEST ANTRIM DRIVE			SC	GREENVILLE	SC	29607		SERVER BACK UP SOFTWARE	
AT-NET (VALUE ADDED RESELLER)			127 WEST ANTRIM DRIVE			SC	GREENVILLE	SC	29607		SERVER SOFTWARE/FILTERING	
AT-NET (VALUE ADDED RESELLER)			127 WEST ANTRIM DRIVE			SC	GREENVILLE	SC	29607		WEB SECURITY/FILTERING	
BLUE CROSS BLUE SHIELD OF SC			P.O. BOX 6000			SC	COLUMBIA	SC	29260-6000		HEALTH INSURANCE	
CCA GLOBAL PARTNERS, INC.			4301 EARTH CITY EXPRESSWAY			MO	EARTH CITY	MO	63045		CUSTOMER AGREEMENT	
CDW (VALUE ADDED RESELLER)			PO BOX 75723			IL	CHICAGO	IL	60675		PC DEFRAGMENTATION SOFTWARE	
CHARTER COMMUNICATIONS			12405 POWERSCOURT DR			MO	ST LOUIS	MO	63131		PHONE / INTERNET SERVICE	
CHARTER COMMUNICATIONS					PO BOX 9001920	KY	LOUISVILLE	KY	40290		PHONE / INTERNET SERVICE	
CHUBB GROUP			15 MOUNTAIN VIEW ROAD			NJ	WARREN	NJ	07059		D&O/FIDUCIARY/EPL INSURANCE	
DELL			PO BOX 534118			GA	ATLANTA	GA	30353		DNS SERVER MAINT CONTRACT	
DELL (VALUE ADDED RESELLER)			PO BOX 534118			GA	ATLANTA	GA	30353		VIRUS PROTECTION	
DENNIS AND ALAN FLETCHER			204 CRISP DRIVE			TX	HEATH	TX	75032		GUARANTY OF NON-COMPETITION AGREEMENTS	
DUCKWALL - ALCO			401 COTTAGE AVENUE			KS	ABILENE	KS	67410		CUSTOMER AGREEMENT	
ELITE DISTRIBUTORS INSURANCE CO (EDIC)			KENSINGTON MANAGEMENT GROUP, LTD		2ND FLOOR, GENESIS BUILDING		GEORGE TOWN		KY-1-1001		CAPTIVE INSURANCE PROGRAM GENERAL LIABILITY, WC, AUTO	
EULER HERMES AGI			800 RED BROOK BLVD.			MD	OWINGS MILLS	MD	21117		CREDIT INSURANCE AGREEMENT	
EVEREST PROPERTY INSURANCE CO. (EPIC)			KENSINGTON MANAGEMENT GROUP, LTD		2ND FLOOR, GENESIS BUILDING		GEORGE TOWN		KY-1-1001		CAPTIVE INSURANCE PROGRAM PROPERTY RACKING, SHELIVING, MOVING EQUIPMENT	
FIRST NATIONAL CAPITAL CORPORATION			26050 TOWNE CENTRE DRIVE			CA	FOOTHILL RANCH	CA	92610		GUARANTY OF NON-COMPETITION AGREEMENTS	
GMG DISTRIBUTORS, INC.			1995 DAVIS ST			CA	SAN LEANDRO	CA	94577		AGREEMENTS	
IPSWITCH			PO BOX 372			NY	NEW YORK	NY	10008		E-MAIL	
KURTZMAN CARSON CONSULTANTS LLC			599 LEXINGTON AVE.		39TH FLOOR		NEW YORK	NY	10022		CONSULTING SERVICES REGARDING NOTICING, CLAIMS MANAGEMENT AND OTHER SERVICES	
LEVEL 3 COMMUNICATIONS			1025 ELDORADO BLVD			CO	BROOMFIELD	CO	80021		PHONE / INTERNET SERVICE	
LEVEL 3 COMMUNICATIONS					PO BOX 931843		ATLANTA	GA	31193-1843		PHONE / INTERNET SERVICE	
LG SOURCING, INC.			PO BOX 1535			NC	NORTH WILKESBORO	NC	28656		CUSTOMER AGREEMENT	
LINCOLN FINANCIAL GROUP			P.O. BOX 0821			IL	CAROL STREAM	IL	60132-0821		DISABILITY AND LIFE INSURANCE	
MCAHJ LAW FIRM, P.A.			1221 MAIN ST			SC	COLUMBIA	SC	29211		LEGAL SERVICES	
MERIT INVESTMENT			1310 UNION STREET			SC	SPARTANBURG	SC	29302		MAIN OFFICE: SC	
MERIT LEASING, LLC			1310 UNION ST			SC	SPARTANBURG	SC	29302		LEASE	
MERITAIN HEALTH			300 CORPORATE PARKWAY			NY	AMHERST	NY	14226		3RD PARTY ADMINISTRATION OF DENTAL PLAN & FSA PLAN	
MERRILL LYNCH			4802 DEER LAKE DRIVE EAST		BUILDING 2 FLOOR 3	FL	JACKSONVILLE	FL	32246		3RD PARTY ADMINISTRATION OF 401(K) PLAN	
METROPOLITAN TELECOMMUNICATIONS			55 WATERS ST 5TH FLOOR			NY	NEW YORK	NY	10041		PHONE FIVE STAR LOCAL NUMBERS THAT ARE POINTED TO LOCAL NUMBERS AT ADMIN OFFICE	
METROPOLITAN TELECOMMUNICATIONS					PO BOX 1055	NY	NEW YORK	NY	10268-1056		PHONE FIVE STAR LOCAL NUMBERS THAT ARE POINTED TO LOCAL NUMBERS AT ADMIN OFFICE	

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule G
Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest.
RICHARD SAUVE	1995 DAVIS ST		SAN LEANDRO	CA	94577		GUARANTY OF NON-COMPETITION AGREEMENTS
STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD	SUITE 600	COLUMBUS	OH	43215		VOTING AGREEMENT
THE HARTFORD	OCEAN MARINE DEPARTMENT	301 WOODS PARK DRIVE	CLINTON	NY	13323		OCEAN CARGO INSURANCE
THOMAS R. UTGARD	191 W. NATIONWIDE BLVD	SUITE 600	COLUMBUS	OH	43215		INDEMNITY AGREEMENT
TRACTOR SUPPLY CO.	200 POWELL PLACE		BRENTWOOD	TN	37027		CUSTOMER AGREEMENT
TRAVELERS INSURANCE	385 WASHINGTON STREET		SAINT PAUL	MN	55102-1396		CRIME INSURANCE; INCLUDES ERISA ENDORSEMENT
TRAVELERS INSURANCE	385 WASHINGTON STREET		SAINT PAUL	MN	55102-1396		\$15 MILLION UMBRELLA POLICY
ZURICH AMERICAN INSURANCE COMPANY	1400 AMERICAN LANE		SCHAUMBURG	IL	60196-1056		PROPERTY INSURANCE
ZURICH AMERICAN INSURANCE COMPANY	1400 AMERICAN LANE		SCHAUMBURG	IL	60196-1056		GENERAL LIABILITY INSURANCE
ZURICH AMERICAN INSURANCE COMPANY	1400 AMERICAN LANE		SCHAUMBURG	IL	60196-1056		AUTOMOBILE INSURANCE
ZURICH AMERICAN INSURANCE COMPANY	1400 AMERICAN LANE		SCHAUMBURG	IL	60196-1056		WORKER COMPENSATION INSURANCE

B6H (Official Form 6H) (12/07)

In re: The Merit Group, Inc.

Case No. 11-03216 (HEB)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
SEE ATTACHED SCHEDULE H	

In re: The Merit Group, Inc.
Case No. 11-03216
Schedule H
Creditors

Debtor Name	Address	City	State	Zip	Creditor Name	Address 1	Address 2	City	State	Zip
CALEB FORT	603 HWY 56	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
EMERSON WOLFE	607 HWY 56	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
FIVE STAR GROUP, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
FIVE STAR GROUP, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215
FIVE STAR PRODUCTS, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
FIVE STAR PRODUCTS, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215
MERIT PAINT SUNDRIES, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
MERIT PAINT SUNDRIES, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215
MERIT PRO FINISHING TOOLS, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
MERIT PRO FINISHING TOOLS, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215
MERIT SUPPLY COMPANY, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
MERIT SUPPLY COMPANY, LLC	1310 UNION ST.	SPARTANBURG	SC	29302	STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215
MERIT TRANSPORTATION, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	REGIONS BANK	191 PEACHTREE ST.	SUITE 3800	ATLANTA	GA	30303
MERIT TRANSPORTATION, INC.	1310 UNION ST.	SPARTANBURG	SC	29302	STONEHENGE OPPORTUNITY FUND II, L.P.	191 W. NATIONWIDE BLVD.	SUITE 600	COLUMBUS	OH	43215

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA, COLUMBIA

In re: The Merit Group, Inc.


Case No. 11-03216 (HEB)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, Jon Heard, Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 54 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 6/21/2011

Signature: _____


Jon Heard

Chief Financial Officer